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ANNUAL STATEMENT

For the Year Ended December 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

Texas Directors Life Insurance Company

NAIC Group Code	4712 (Current Period)	4712 (Prior Period)	NAIC Company Code	99546	Employer's ID Number	75-2446017	
Organized under the Laws of	Texas			State of Domicile or Port of Entry		Texas	
Country of Domicile	United States						
Incorporated/Organized	May 16, 1980			Commenced Business			July 1, 1981
Statutory Home Office	2211 N.E. Loop 410 (Street and Number)			San Antonio, TX 78217 (City or Town, State and Zip Code)			
Main Administrative Office	2211 N.E. Loop 410 (Street and Number)						
	San Antonio, TX 78217 (City or Town, State and Zip Code)			210-357-2222 (Area Code) (Telephone Number)			
Mail Address	GPM Life Bldg-P.O. Box 659567 (Street and Number or P.O. Box)			San Antonio, TX 78265-9567 (City or Town, State and Zip Code)			
Primary Location of Books and Records	2211 N.E. Loop 410 (Street and Number)			San Antonio, TX 78217 (City or Town, State and Zip Code)			210-357-2222 (Area Code) (Telephone Number)
Internet Web Site Address	www.texasdirectorslife.com						
Statutory Statement Contact	Lourdes Mendoza (Name)			210-357-2222 (Area Code) (Telephone Number)			(Extension)
	alm@gpmlife.com (E-Mail Address)			210-357-6722 (Fax Number)			

OFFICERS

	Name	Title
1.	Peter John Hennessey III	Chairman of the Board, President and CEO
2.	Charles Alan Ferguson	Sr. VP, General Counsel and Secretary
3.	Maria de Lourdes Mendoza	Vice President and Treasurer

VICE-PRESIDENTS

Name	Title	Name	Title
Pamela A Hutchins	Sr. Vice President and Chief Actuary	Peter John Hennessey IV	Sr. Vice President
Charles Alan Ferguson	Sr. Vice President, General Counsel and Secretary		

DIRECTORS OR TRUSTEES

Peter John Hennessey III - Chairman	Pamela A Hutchins	Charles Alan Ferguson	Maria de Lourdes Mendoza
Peter John Hennessey IV	Robert Roy Draper		

State of Texas
County of Bexar ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Peter John Hennessey III (Printed Name) 1. Chairman of the Board, President and CEO (Title)	(Signature) Charles Alan Ferguson (Printed Name) 2. Sr. VP, General Counsel and Secretary (Title)	(Signature) Maria de Lourdes Mendoza (Printed Name) 3. Vice President and Treasurer (Title)
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Subscribed and sworn to (or affirmed) before me on this
day of February, 2012, by

a. Is this an original filing? [X] Yes [] No
b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1	2	3	4	5	6
	Amount	Percentage	Amount	Securities Lending Reinvested Collateral Amount	Total (Col. 3 + 4) Amount	Percentage
1. Bonds:						
1.1 U.S. treasury securities						
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies						
1.22 Issued by U.S. government sponsored agencies						
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)						
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations						
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	409,290	7.08	409,290		409,290	7.08
1.43 Revenue and assessment obligations	1,587,793	27.46	1,587,793		1,587,793	27.46
1.44 Industrial development and similar obligations						
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	5,993	0.10	5,993		5,993	0.10
1.512 Issued or guaranteed by FNMA and FHLMC	27,901	0.48	27,901		27,901	0.48
1.513 All other	50,903	0.88	50,903		50,903	0.88
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	59,024	1.02	59,024		59,024	1.02
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521						
1.523 All other						
2. Other debt and other fixed income securities (excluding short term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	3,210,636	55.53	3,210,636		3,210,636	55.53
2.2 Unaffiliated non-U.S. securities (including Canada)						
2.3 Affiliated securities						
3. Equity interests:						
3.1 Investments in mutual funds						
3.2 Preferred stocks:						
3.21 Affiliated						
3.22 Unaffiliated	150,000	2.59	150,000		150,000	2.59
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated						
3.32 Unaffiliated						
3.4 Other equity securities:						
3.41 Affiliated						
3.42 Unaffiliated						
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated						
3.52 Unaffiliated						
4. Mortgage loans:						
4.1 Construction and land development						
4.2 Agricultural						
4.3 Single family residential properties						
4.4 Multifamily residential properties						
4.5 Commercial loans						
4.6 Mezzanine real estate loans						
5. Real estate investments:						
5.1 Property occupied by company						
5.2 Property held for production of income (including \$ 0 of property acquired in satisfaction of debt)						
5.3 Property held for sale (including \$ 0 property acquired in satisfaction of debt)						
6. Contract loans	8,026	0.14	8,026		8,026	0.14
7. Derivatives						
8. Receivables for securities						
9. Securities Lending (Line 10, Asset Page reinvested collateral)				X X X	X X X	X X X
10. Cash, cash equivalents and short-term investments	271,892	4.70	271,892		271,892	4.70
11. Other invested assets						
12. Total invested assets	5,781,458	100.00	5,781,458		5,781,458	100.00

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition (Part 2, Column 6)		
	2.2 Additional investment made after acquisition (Part 2, Column 9)		
3.	Current year change in encumbrances:		
	3.1 Totals, Part 1, Column 13		
	3.2 Totals, Part 3, Column 11		
4.	Total gain (loss) on disposals, Part 3, Column 18		
5.	Deduct amounts received on disposals, Part 3, Column 15		
6.	Total foreign exchange change in book/adjusted carrying value:		
	6.1 Totals, Part 1, Column 15		
	6.2 Totals, Part 3, Column 13		
7.	Deduct current year's other than temporary impairment recognized:		
	7.1 Totals, Part 1, Column 12		
	7.2 Totals, Part 3, Column 10		
8.	Deduct current year's depreciation:		
	8.1 Totals, Part 1, Column 11		
	8.2 Totals, Part 3, Column 9		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisitions (Part 2, Column 7)		
	2.2 Additional investment made after acquisitions (Part 2, Column 8)		
3.	Capitalized deferred interest and other:		
	3.1 Totals, Part 1, Column 12		
	3.2 Totals, Part 3, Column 11		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
	5.1 Totals, Part 1, Column 9		
	5.2 Totals, Part 3, Column 8		
6.	Total gain (loss) on disposals, Part 3, Column 18		
7.	Deduct amounts received on disposals, Part 3, Column 15		
8.	Deduct amortization of premium and mortgage interest points and commitment fees		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest:		
	9.1 Totals, Part 1, Column 13		
	9.2 Totals, Part 3, Column 13		
10.	Deduct current year's other than temporary impairment recognized:		
	10.1 Totals, Part 1, Column 11		
	10.2 Totals, Part 3, Column 10		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		
14.	Deduct total nonadmitted accounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition (Part 2, Column 8)		
	2.2 Additional investment made after acquisition (Part 2, Column 9)		
3.	Capitalized deferred interest and other:		
	3.1 Totals, Part 1, Column 16		
	3.2 Totals, Part 3, Column 12		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease):		
	5.1 Totals, Part 1, Column 13		
	5.2 Totals, Part 3, Column 9		
6.	Total gain (loss) on disposals, Part 3, Column 19		
7.	Deduct amounts received on disposals, Part 3, Column 16		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value:		
	9.1 Totals, Part 1, Column 17		
	9.2 Totals, Part 3, Column 14		
10.	Deduct current year's other than temporary impairment recognized:		
	10.1 Totals, Part 1, Column 15		
	10.2 Totals, Part 3, Column 11		
11.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year		5,334,602
2.	Cost of bonds and stocks acquired, Part 3, Column 7		260,945
3.	Accrual of discount		9,949
4.	Unrealized valuation increase (decrease):		
	4.1 Part 1, Column 12		
	4.2 Part 2, Section 1, Column 15		
	4.3 Part 2, Section 2, Column 13		
	4.4 Part 4,Column 11		
5.	Total gain (loss) on disposals, Part 4, Column 19		
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7		91,708
7.	Deduct amortization of premium		10,817
8.	Total foreign exchange change in book/adjusted carrying value:		
	8.1 Part 1, Column 15		
	8.2 Part 2, Section 1, Column 19		
	8.3 Part 2, Section 2, Column 16		
	8.4 Part 4, Column 15		
9.	Deduct current year's other than temporary impairment recognized:		
	9.1 Part 1, Column 14	1,430	
	9.2 Part 2, Section 1, Column 17		
	9.3 Part 2, Section 2, Column 14		
	9.4 Part 4, Column 13		1,430
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		5,501,541
11.	Deduct total nonadmitted accounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		5,501,541

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1	2	3	4
		Book/Adjusted Carrying Value	Fair Value	Actual Cost	Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1. United States	5,993	6,858	6,141	6,000
	2. Canada				
	3. Other Countries				
	4. Totals	5,993	6,858	6,141	6,000
U.S. States, Territories and Possessions (Direct and guraranteed)	5. Totals				
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	511,753	557,717	512,359	500,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	1,469,209	1,604,253	1,459,534	1,486,881
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	3,364,586	3,522,250	3,413,364	3,340,935
	9. Canada				
	10. Other Countries				
	11. Totals	3,364,586	3,522,250	3,413,364	3,340,935
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	5,351,541	5,691,078	5,391,398	5,333,816
PREFERRED STOCKS Industrial and Miscellaneous (unaffiliated)	14. United States	150,000	146,120	150,000	
	15. Canada				
	16. Other Countries				
	17. Totals	150,000	146,120	150,000	
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks	150,000	146,120	150,000	
COMMON STOCKS Industrial and Miscellaneous (unaffiliated)	20. United States				
	21. Canada				
	22. Other Countries				
	23. Totals				
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks				
	26. Total Stocks	150,000	146,120	150,000	
	27. Total Bonds and Stocks	5,501,541	5,837,198	5,541,398	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	250,041	1,739	2,874	1,022		255,676	4.565	7,902	0.145	255,677	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 Totals	250,041	1,739	2,874	1,022		255,676	4.565	7,902	0.145	255,677	
2. All Other Governments											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 Totals											
3. U.S. States, Territories and Possessions, etc., Guaranteed											
3.1 Class 1											
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 Totals											
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1			202,544	202,462	106,746	511,752	9.136	511,813	9.391	511,753	
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 Totals			202,544	202,462	106,746	511,752	9.136	511,813	9.391	511,753	
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Class 1	14,545	107,999	1,027,017	17,433	302,216	1,469,210	26.230	1,483,580	27.221	1,469,209	
5.2 Class 2											
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 Totals	14,545	107,999	1,027,017	17,433	302,216	1,469,210	26.230	1,483,580	27.221	1,469,209	

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SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
6. Industrial & Miscellaneous (unaffiliated)											
6.1 Class 1	7,457	185,810	63,893	732,594	552,862	1,542,616	27.541	1,736,101	31.854	1,542,615	
6.2 Class 2		456,390	101,127	264,168	483,914	1,305,599	23.309	1,098,260	20.151	1,305,600	
6.3 Class 3	50,040			115,389		165,429	2.953	260,216	4.775	165,429	
6.4 Class 4				45,416		45,416	0.811	45,288	0.831	45,416	
6.5 Class 5											
6.6 Class 6					5,500	5,500	0.098	6,875	0.126	5,500	
6.7 Totals	57,497	642,200	165,020	1,157,567	1,042,276	3,064,560	54.712	3,146,740	57.737	3,064,560	
7. Hybrid Securities											
7.1 Class 1	100,000					100,000	1.785	150,000	2.752	100,000	
7.2 Class 2	100,000					100,000	1.785	150,000	2.752	100,000	
7.3 Class 3	100,000					100,000	1.785			100,000	
7.4 Class 4											
7.5 Class 5											
7.6 Class 6	25					25	0.000	80	0.001	25	
7.7 Totals	300,025					300,025	5.356	300,080	5.506	300,025	
8. Parent, Subsidiaries and Affiliates											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 Totals											

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NONE

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 Class 1	(d) 372,043	295,548	1,296,328	953,511	961,824	3,879,254	69.257	X X X	X X X	3,879,254	
9.2 Class 2	(d) 100,000	456,390	101,127	264,168	483,914	1,405,599	25.095	X X X	X X X	1,405,600	
9.3 Class 3	(d) 150,040			115,389		265,429	4.739	X X X	X X X	265,429	
9.4 Class 4	(d)			45,416		45,416	0.811	X X X	X X X	45,416	
9.5 Class 5	(d)					(c)		X X X	X X X		
9.6 Class 6	(d) 25				5,500	(c) 5,525	0.099	X X X	X X X	5,525	
9.7 Totals	622,108	751,938	1,397,455	1,378,484	1,451,238	(b) 5,601,223	100.000	X X X	X X X	5,601,224	
9.8 Line 9.7 as a % of Col. 6	11.107	13.425	24.949	24.610	25.909	100.000	X X X	X X X	X X X	100.000	
10. Total Bonds Prior Year											
10.1 Class 1	325,068	156,312	1,469,548	899,543	1,038,927	X X X	X X X	3,889,398	71.364	3,889,397	
10.2 Class 2	50,000	247,938	311,003	264,661	374,658	X X X	X X X	1,248,260	22.903	1,248,260	
10.3 Class 3		50,383		116,182	93,651	X X X	X X X	260,216	4.775	260,216	
10.4 Class 4				45,288		X X X	X X X	45,288	0.831	45,288	
10.5 Class 5						X X X	X X X	(c)			
10.6 Class 6					6,955	X X X	X X X	(c) 6,955	0.128	6,955	
10.7 Totals	375,068	454,633	1,780,551	1,325,674	1,514,191	X X X	X X X	(b) 5,450,117	100.000	5,450,116	
10.8 Line 10.7 as a % of Col. 8	6.882	8.342	32.670	24.324	27.783	X X X	X X X	100.000	X X X	100.000	
11. Total Publicly Traded Bonds											
11.1 Class 1	372,043	295,547	1,296,328	953,512	961,823	3,879,253	69.257	3,889,397	71.364	3,879,253	X X X
11.2 Class 2	100,000	456,390	101,127	264,168	483,915	1,405,600	25.095	1,248,260	22.903	1,405,600	X X X
11.3 Class 3	150,040			115,389		265,429	4.739	260,216	4.775	265,429	X X X
11.4 Class 4				45,416		45,416	0.811	45,288	0.831	45,416	X X X
11.5 Class 5											X X X
11.6 Class 6	25				5,500	5,525	0.099	6,955	0.128	5,525	X X X
11.7 Totals	622,108	751,937	1,397,455	1,378,485	1,451,238	5,601,223	100.000	5,450,116	100.000	5,601,223	X X X
11.8 Line 11.7 as a % of Col. 6	11.107	13.425	24.949	24.610	25.909	100.000	X X X	X X X	X X X	100.000	X X X
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	11.107	13.425	24.949	24.610	25.909	100.000	X X X	X X X	X X X	100.000	X X X
12. Total Privately Placed Bonds											
12.1 Class 1										X X X	
12.2 Class 2										X X X	
12.3 Class 3										X X X	
12.4 Class 4										X X X	
12.5 Class 5										X X X	
12.6 Class 6										X X X	
12.7 Totals										X X X	
12.8 Line 12.7 as a % of Col. 6							X X X	X X X	X X X	X X X	
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9							X X X	X X X	X X X	X X X	

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NONE

(a) Includes \$ 0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ 0 current year, \$ 0 prior year of bonds with Z designations and \$ 72,017 current year, \$ 0 prior year of bonds with Z* designations. The letter 'Z' means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) Includes \$ 0 current year, \$ 0 prior year of bonds with 5* designations and \$ 0 current year, \$ 0 prior year of bonds with 6* designations. '5*' means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 0; NAIC 2 \$ 0; NAIC 3 \$ 0; NAIC 4 \$ 0; NAIC 5 \$ 0; NAIC 6 \$ 0.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

[illegible]

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1	2	3	4	5	6	7	8	9	10	11
Distribution by Type	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.5	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	599,751	606,281	1,370,638	1,359,370	1,447,125	5,383,165	96.107	X X X	X X X	5,383,166	
9.2 Residential Mortgage-Backed Securities	22,358	145,656	26,816	19,112	4,114	218,056	3.893	X X X	X X X	218,056	
9.3 Commercial Mortgage-Backed Securities								X X X	X X X		
9.4 Other Loan-Backed and Structured Securities								X X X	X X X		
9.5 Totals	622,109	751,937	1,397,454	1,378,482	1,451,239	5,601,221	100.000	X X X	X X X	5,601,222	
9.6 Line 9.5 as a % of Col. 6	11.107	13.425	24.949	24.610	25.909	100.000	X X X	X X X	X X X	100.000	
10. Total Bonds Prior Year											
10.1 Issuer Obligations	374,548	404,480	1,758,379	1,312,132	1,511,303	X X X	X X X	5,360,842	98.362	5,360,842	
10.2 Residential Mortgage-Backed Securities	520	50,153	22,172	13,541	2,888	X X X	X X X	89,274	1.638	89,275	
10.3 Commercial Mortgage-Backed Securities						X X X	X X X				
10.4 Other Loan-Backed and Structured Securities						X X X	X X X				
10.5 Totals	375,068	454,633	1,780,551	1,325,673	1,514,191	X X X	X X X	5,450,116	100.000	5,450,117	
10.6 Line 10.5 as a % of Col. 8	6.882	8.342	32.670	24.324	27.783	X X X	X X X	100.000	X X X	100.000	
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	599,751	606,281	1,370,638	1,359,370	1,447,125	5,383,165	96.107	5,360,842	98.362	5,383,165	X X X
11.2 Residential Mortgage-Backed Securities	22,358	145,656	26,816	19,112	4,114	218,056	3.893	89,275	1.638	218,056	X X X
11.3 Commercial Mortgage-Backed Securities											X X X
11.4 Other Loan-Backed and Structured Securities											X X X
11.5 Totals	622,109	751,937	1,397,454	1,378,482	1,451,239	5,601,221	100.000	5,450,117	100.000	5,601,221	X X X
11.6 Line 11.5 as a % of Col. 6	11.107	13.425	24.949	24.610	25.909	100.000	X X X	X X X	X X X	100.000	X X X
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	11.107	13.425	24.949	24.610	25.909	100.000	X X X	X X X	X X X	100.000	X X X
12. Total Privately Placed Bonds											
12.1 Issuer Obligations										X X X	
12.2 Residential Mortgage-Backed Securities										X X X	
12.3 Commercial Mortgage-Backed Securities										X X X	
12.4 Other Loan-Backed and Structured Securities										X X X	
12.5 Totals										X X X	
12.6 Line 12.5 as a % of Col. 6							X X X	X X X	X X X	X X X	
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9							X X X	X X X	X X X	X X X	

6015

NONE

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-Term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	265,514	265,514			
2. Cost of short-term investments acquired	1,026,029	1,026,029			
3. Accrual of discount					
4. Unrealized valuation increase (decrease)					
5. Total gain (loss) on disposals					
6. Deduct consideration received on disposals	1,041,859	1,041,859			
7. Deduct amortization of premium					
8. Total foreign exchange change in book/adjusted carrying value					
9. Deduct current year's other than temporary impairment recognized					
10. Book adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	249,684	249,684			
11. Deduct total nonadmitted amounts					
12. Statement value at end of current period (Line 10 minus Line 11)	249,684	249,684			

SI 10

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: _____.

NONE Schedule DB - Part A and B Verification

NONE Schedule DB - Part C - Section 1

NONE Schedule DB - Part C - Section 2

NONE Schedule DB - Verification

NONE Schedule E Verification

NONE Schedule A - Part 1

NONE Schedule A - Part 2

NONE Schedule A - Part 3

NONE Schedule B - Part 1

NONE Schedule B - Part 2

NONE Schedule B - Part 3

NONE Schedule BA - Part 1

NONE Schedule BA - Part 2

NONE Schedule BA - Part 3

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	Change in Book/Adjusted Carrying Value					16	17	18	Interest		Dates	
		3	4	5			8	9		11	12	13	14	15				19	20	21	22
CUSIP Identification	Description	Code	F o r e i g n	Bond CHAR	NAIC Desig- nation	Actual Cost	Rate Used To Obtain Fair Value	Fair Value	Par Value	Book / Adjusted Carrying Value	Unrealized Valuation Increase / (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due & Accrued	Amount Rec. During Year	Acquired	Maturity
36202B-LU-7	GNMA 1239			2	1FE	55	113.372	57	50	50		1			11.000	9.893	MON		37	11/15/1989	08/20/2019
36220N-MA-2	GNMA 283053			2	1FE	427	100.373	433	431	430		(4)			8.500	8.729	MON	3	5	05/29/1991	10/15/2019
36203P-GN-7	GNMA 354905			2	1FE	4,672	115.395	5,255	4,554	4,549		(74)			7.000	6.816	MON	27	319	12/22/1993	05/15/2023
36204E-7J-0	GNMA 368197			2	1FE	987	115.395	1,114	965	964		(13)			7.000	6.854	MON	6	68	12/01/1993	12/15/2023
0299999	U.S. Government - Residential Mortgage-Backed Securities					6,141	X X X	6,859	6,000	5,993		(90)			X X X	X X X	X X X	36	429	X X X	X X X
0599999	Subtotals – U.S. Governments					6,141	X X X	6,859	6,000	5,993		(90)			X X X	X X X	X X X	36	429	X X X	X X X
247029-DK-4	Dell Rapids SD Sch Dist No 493			1	1FE	102,000	110.825	110,825	100,000	101,946		64			6.407	6.097	JJ	2,954	8,044	03/25/2010	01/15/2020
592125-AL-2	Met Govt Nashville & Davidson				1FE	102,665	117.568	117,568	100,000	102,462		(125)			6.217	5.949	JJ	3,109	6,217	04/20/2010	07/01/2025
707487-FR-0	Penn Hills PA Sch District Series B			1	1FE	100,734	110.229	110,229	100,000	100,598		(65)			6.100	6.001	AO	1,525	6,100	09/22/2009	10/01/2019
926293-TH-4	Victoria Tex			1	1FE	100,000	108.964	108,964	100,000	100,000					6.124	6.124	FA	2,314	6,124	09/16/2009	08/15/2030
941247-N3-8	Waterbury Conn			2	1FE	106,960	110.131	110,131	100,000	106,746		66			7.089	6.552	JD	591	7,089	09/24/2009	12/01/2038
1899999	U.S. Political Subdivisions - Issuer Obligations					512,359	X X X	557,717	500,000	511,752		(60)			X X X	X X X	X X X	10,493	33,574	X X X	X X X
2499999	Subtotals – U.S. Political Subdivisions of States, Territories and Possessio					512,359	X X X	557,717	500,000	511,752		(60)			X X X	X X X	X X X	10,493	33,574	X X X	X X X
02765U-CQ-5	American Mun Pwr-Ohio Inc			1	1FE	100,487	106.346	106,346	100,000	100,508		64			6.553	6.470	FA	2,476	6,553	10/02/2009	02/15/2020
181000-LQ-1	Clark Cnty Nev Hwy Impt Rev			1	1FE	100,250	108.490	108,490	100,000	100,436		204			6.350	6.276	JJ	3,175	6,350	02/04/2010	07/01/2019
194304-AK-7	College Park GA Business & Ind			1	1FE	104,910	114.780	114,780	100,000	103,711		(476)			7.250	6.500	FA	3,021	7,250	05/14/2009	02/01/2018
235241-LT-1	Dallas Tex Area Rapid Tran			1	1FE	101,372	112.535	112,535	100,000	101,089		(123)			6.249	6.063	JD	521	6,249	06/25/2009	06/01/2019
353174-FW-0	Franklin Cnty Ohio Convention			2	1FE	100,864	115.358	115,358	100,000	100,821		(29)			6.540	6.473	JD	545	6,540	02/09/2010	12/01/2036
403760-GH-8	Gwinnett Cnty GA Wtr & Sew			1	1FE	200,284	108.428	216,856	200,000	200,424		168			5.350	5.315	FA	4,458	10,700	10/08/2009	08/01/2019
438701-PU-2	Honolulu Hawaii City & Cnty			1	1FE	102,464	110.462	110,462	100,000	102,138		(77)			6.339	5.981	JJ	3,170	6,339	09/17/2009	07/01/2019
592195-AW-1	Metropolitan Nashville ARPT			1	1FE	101,250	108.054	108,054	100,000	101,104		(67)			6.793	6.621	JJ	3,397	6,793	02/04/2010	07/01/2020
709221-TG-0	Pennsylvania ST TPK Commn Oil			2	1FE	99,190	119.399	119,399	100,000	99,216		10			6.378	6.440	JD	532	6,378	10/20/2009	12/01/2037
71781L-BL-2	Philadelphia PA Auth For Indl	@			1FE	62,765	79.426	79,426	100,000	74,239		4,683				6.864	MAT			07/02/2009	04/15/2016
791526-CA-2	St Louis Cnty MO SPL Oblig			1	1FE	98,000	106.431	106,431	100,000	98,066		34			5.550	5.709	JD	463	5,550	04/12/2010	12/01/2032
906347-GX-1	Union Cnty NJ Impt Auth Rev			2	1FE	99,500	106.555	106,555	100,000	99,620		19			5.290	5.361	AO	1,323	5,290	05/20/2009	04/01/2018
938782-CW-7	Washington DC Met Area Tran			1	1FE	101,125	110.999	110,999	100,000	100,913		(83)			7.000	6.842	JJ	3,500	7,000	06/04/2009	07/01/2019
2599999	U.S. Special Revenue - Issuer Obligations					1,372,461	X X X	1,515,691	1,400,000	1,382,285		4,327			X X X	X X X	X X X	26,581	80,992	X X X	X X X
313398-2D-0	FHLMC 2339 F			2	1FE	58,662	100.282	59,197	59,031	59,024		190			0.778	0.783	MON	20	431	05/13/2009	04/15/2029

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	Change in Book/Adjusted Carrying Value					Interest					Dates	
		3	4	5			8	9		11	12	13	14	15	16	17	18	19	20	21	22
			F o r e i g n	Bond CHAR	NAIC Desig- nation	Actual Cost	Rate Used To Obtain Fair Value	Fair Value	Par Value	Book / Adjusted Carrying Value	Unrealized Valuation Increase / (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due & Accrued	Amount Rec. During Year	Acquired	Maturity
31348M-XX-0	FHLMC 765194			2	1FE	12,050	106.094	12,503	11,785	11,806		(309)			4.869	(0.144)	MON	48	571	09/27/2004	06/01/2034
31403Q-NS-5	FNMA 754701			2	1FE	16,361	104.959	16,861	16,065	16,096		(243)			2.418	2.395	MON	32	409	11/20/2003	12/01/2033
2699999	U.S. Special Revenue - Residential Mortgage-Backed Securities					87,073	X X X	88,561	86,881	86,926		(362)			X X X	X X X	X X X	100	1,411	X X X	X X X
3199999	Subtotals – U.S. Special Revenue					1,459,534	X X X	1,604,252	1,486,881	1,469,211		3,965			X X X	X X X	X X X	26,681	82,403	X X X	X X X
001055-AF-9	AFLAC Inc.				1FE	42,388	105.756	42,302	40,000	42,387					6.450	6.010	FA	975		12/20/2011	08/15/2040
023139-AB-4	Ambac Financial Grp Inc				6Z	5,500	12.125	6,063	50,000	5,500			1,375		7.500		MN			05/11/1993	05/01/2023
026874-BE-6	American International Group				2FE	93,397	72.704	72,704	100,000	93,741		90			6.250	6.770	MS	1,840	6,250	11/08/2007	03/15/2037
031162-AW-0	Amgen Inc				2FE	115,217	116.385	116,385	100,000	115,049		(168)			6.375	5.291	JD	531	3,188	05/27/2011	06/01/2037
907834-AB-1	Anadarko Petroleum Corp				2FE	52,993	127.673	63,837	50,000	52,211		(87)			7.500	7.013	AO	792	3,750	11/20/1997	10/15/2026
04621W-AA-8	Assured Guaranty				1FE	110,957	96.974	96,974	100,000	109,768		(190)			7.000	6.188	JD	583	7,000	09/22/2004	06/01/2034
079857-AH-1	Bellsouth Cap Funding				1FE	123,157	136.121	136,121	100,000	119,216		(432)			7.875	6.106	FA	2,975	7,875	05/08/2003	02/15/2030
093662-AC-8	Block Financial LLC				2FE	94,040	101.892	101,892	100,000	97,744		702			5.125	6.000	AO	868	5,125	12/13/2005	10/30/2014
097023-AD-7	Boeing Co				1FE	60,823	146.545	73,273	50,000	57,025		(509)			8.750	6.740	FA	1,653	4,375	02/01/2002	08/15/2021
172967-AM-3	Citigroup Inc.				1FE	119,562	109.874	109,874	100,000	114,441		(723)			6.875	5.352	JD	573	6,875	05/20/2003	06/01/2025
210805-DP-9	Continental Airlines Series 02G2				3FE	51,875	100.708	50,354	50,000	50,040		(343)			6.563	5.894	FMAN	419	3,282	10/05/2005	02/15/2012
237194-AB-1	Darden Restaruants Inc				2FE	124,670	115.312	115,312	100,000	109,566		(2,084)			7.125	4.531	FA	2,969	7,125	06/25/2003	02/01/2016
316773-CJ-7	Fifth Third Bancorp				2FE	100,276	106.031	106,031	100,000	100,082		(57)			6.250	6.177	MN	1,042	6,250	04/23/2008	05/01/2013
37247D-AB-2	Genworth Financial				2FE	94,012	80.304	80,304	100,000	94,376		109			6.500	7.000	JD	289	6,500	02/19/2008	06/15/2034
45068H-AF-3	Hartford Finl Svc Grp				2FE	52,000	111.226	55,613	50,000	50,614		(143)			7.300	6.925	MN	608	3,650	12/19/1995	11/01/2015
472319-AE-2	Jefferies Group				2FE	90,297	83.636	83,636	100,000	91,337		296			6.450	7.400	JD	412	6,450	01/30/2008	06/08/2027
49327X-AB-6	Key Bank NA MTN				2FE	97,201	107.649	107,649	100,000	98,384		324			5.450	5.890	MS	1,786	5,450	02/05/2008	03/03/2016
500255-AF-1	Kohls Corporation				2FE	125,579	121.031	121,031	100,000	120,619		(702)			7.250	5.407	JD	604	7,250	05/20/2003	06/01/2029
55262C-AF-7	MBIA, Inc.				4FE	44,312	69.597	34,799	50,000	45,416		128			6.625	7.600	AO	828	3,313	08/19/1999	10/01/2028
58013M-EC-4	McDonald's Corp. Sr Unsecured				1FE	103,234	139.934	139,934	100,000	103,047		(54)			6.300	6.064	AO	1,330	6,300	11/14/2007	10/15/2037
61745E-SN-2	Morgan Stanley				1FE	100,000	93.496	93,496	100,000	100,000					5.868		MON	489	4,427	02/19/2004	03/01/2016
650094-CA-1	New York Telephone				1FE	49,081	106.108	53,054	50,000	49,434		48			6.700	6.839	MN	558	3,350	10/28/1993	11/01/2023
713409-AC-4	Pepsi Bottling				1FE	109,599	137.377	137,377	100,000	108,803		(283)			7.000	6.161	MS	2,333	7,000	01/05/2009	03/01/2029
74254P-AF-9	Principal Life Inc FD PFG MTN				1FE	49,750	100.683	50,342	50,000	49,891		2,134			5.748	0.042	MON	240	2,154	04/14/2004	04/01/2016
74432Q-AH-8	Prudential Financial Corp				2FE	85,047	93.992	93,992	100,000	85,949		243			5.400	6.584	JD	270	5,400	12/18/2007	06/13/2035
74432Q-AC-9	Prudential Financial Corp MTN Series				2FE	94,029	98.481	98,481	100,000	94,800		115			5.750	6.190	JJ	2,651	5,750	07/23/2003	07/15/2033
758940-AB-6	Regions Financial Corp				3FE	119,426	99.863	99,863	100,000	115,389		(793)			7.750	6.000	MS	2,282	7,750	02/16/2006	09/15/2024
808626-AG-0	Science Applications, Int.				1FE	90,060	102.096	102,096	100,000	90,418		214			5.500	6.321	JJ	2,750	5,500	04/06/2010	07/01/2033
857473-AE-2	State Street Corp				1FE	127,239	135.646	135,646	100,000	120,619		(927)			7.350	5.291	JD	327	7,350	05/20/2003	06/15/2026
867914-AZ-6	Suntrust Banks				2FE	101,750	110.602	110,602	100,000	101,127		(166)			6.000	5.763	MS	1,833	6,000	11/08/2007	09/11/2017

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

E10.2

NONE Schedule D - Part 2 - Section 2

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year

[illegible]

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

[illegible]

SCHEDULE D - PART 5

Showing all Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21
											12	13	14	15	16					
CUSIP Ident- ification	Description	F o r e i g n	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consideration	Book/ Adjusted Carrying Value at Disposal	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (12+13-14)	Total Foreign Exchange Change in B./A.C.V.	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
E15																				
9999999	Totals						X X X													

E15

NONE

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest						21
		3	4					9	10	11	12			15	16	17	18	19	20	
CUSIP Identification	Description	Code	F o r e i g n	Date Acquired	Name of Vendor	Maturity Date	Book / Adjusted Carrying Value	Unrealized Valuation Increase / (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bond Not in Default	Non-Admitted Due And Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest
825252-50-5	Invesco Aim Advisors Treasury			12/31/2011	Frost National Bank		249,684											M	93	
8899999	Exempt Money Market Mutual Funds						249,684					X X X				X X X	X X X	X X X	93	
E17																				
9199999	TOTALS						249,684					X X X				X X X	X X X	X X X	93	

NONE Schedule DB - Part A - Section 1

NONE Schedule DB - Part A - Section 2

NONE Schedule DB - Part B - Section 1

NONE Schedule DB - Part B - Section 2

NONE Schedule DB - Part D

NONE Schedule DL - Part 1

NONE Schedule DL - Part 2

NONE Schedule E - Part 2

NONE Schedule E - Part 3

OVERFLOW PAGE FOR WRITE-INS

ALPHABETICAL INDEX TO LIFE ANNUAL STATEMENT

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